

AMENDED RETURN OF SERVICE

Page 1

3. I further served the FleetBoston Financial Corporation a Rhode Island corporation having a legal Federal Tax ID Number of: 05-0341324 See my, Exhibits "B", "C" and "D" attached hereto.

4. I have further certify that I have also made personal service of process on **FLEET BOSTON FINANCIAL CORPORATION** a Delaware Corporation on **December 10th, 2004** thorough the Georgia Secretary of State at the above-stated address as required by O.C.G.A. § 14-2-1520(c) and O.C.G.A. § 14-2-1510 which is the law of this State.

5. I am not related to the Plaintiff Tony L. Ware, or employed by Plaintiff T.L. Ware Bottling Company, Inc. Nor do I have any legal interest in the outcome of this civil action.

IN WITNESS AND TESTIMONY HEREOF, This AMENDED RETRUN OF SERVICE is made under oath and is true and correct and is further made upon my personal knowledge, information and belief.

Further Affiant say Not.

On this 12th, day of March, 2005.

Respectfully Submitted,

Harry J. Mathis

Harry J. Mathis, Process Server

Process Server's Address:

**HARRY J. MATHIS
5490 Hunters Forest Lane
COLLEGE PARK, GEORIGIA 30349**

Sworn to and Subscribed before Me,

This 12th day of March, 2005.

S.R. Harrison-Perry

STATE NOTARY PUBLIC OFFICER

March 22, 2007

My Commission Expire On.

PROCESS SERVER'S

“EXHIBIT”

A

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 050660488
PRINT DATE : 03/07/2005
FORM NUMBER : 218

TONY L. WARE
POB 150524
ATLANTA, GA. 30315

CERTIFICATE OF FACT

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

Effective February 27, 1981, INDUSTRIAL FINANCIAL CORPORATION, a Rhode Island corporation, filed certificate of authority in the state of Georgia.

Effective October 24, 1983, INDUSTRIAL FINANCIAL CORPORATION, a Rhode Island corporation, filed amended certificate of authority changing its name to: FLEET FINANCIAL CORPORATION OF RHODE ISLAND.

Effective November 22, 1983, FLEET FINANCIAL CORPORATION OF RHODE ISLAND, filed application and statement of withdrawal.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated within.



Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 050660486
CONTROL NUMBER : J150296
DATE INC/AUTH/FILED: 02/27/1981
JURISDICTION : RHODE ISLAND
PRINT DATE : 03/07/2005
FORM NUMBER : 215

TONY L. WARE
POB 150524
ATLANTA, GA 30315

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

FLEET FINANCIAL CORPORATION OF RHODE ISLAND
A FOREIGN PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox

Cathy Cox
Secretary of State

DUPLICATE

STATE OF GEORGIA
SECRETARY OF STATE EX-OFFICIO
CORPORATION COMMISSIONER

November 22, 1983

C T CORPORATION SYSTEM
2 Oliver St.
Boston, MA 02109
attn: R. B. Ford

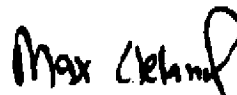
Dear Sir:

The STATEMENT OF WITHDRAWAL of

"FLEET FINANCIAL CORPORATION OF RHODE ISLAND"

together with the filing fee of \$15.00 has been received; and, the Secretary of State having found that the statement complies with the requirements of law, it has this day been filed, and the authority of said corporation to transact business in Georgia is hereby terminated.

Respectfully,



SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

FILE IN DUPLICATE

174

TO: Secretary of State
Ex-Officio Corporations Commissioner
State of Georgia

Fee - \$10.00

APPLICATION AND STATEMENT OF WITHDRAWAL

Pursuant to Section 22-1414 or Section 22-3214 of the Georgia Business Corporation Code...

The name of the corporation is

FLEET FINANCIAL CORPORATION

State of incorporation, Rhode Island

The corporation is not transacting business in Georgia and hereby surrenders its authority to transact business in Georgia. It hereby revokes the authority of its registered agent in Georgia to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Georgia during the time the corporation was authorized to transact business therein may hereafter be made on the corporation by service thereof on the Secretary of State or his Agent.

The address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is

55

Kennedy Plaza

(Number)

(Street)

RECEIVED

1983 NOV 14 PM 8:36

SECRETARY OF STATE
CORPORATIONS DIVISION

Providence

Rhode Island

02903

(City)

(State)

SECRETARY OF STATE
CORPORATIONS DIVISION

1983 NOV 22 AM 10:20

RECEIVED

The undersigned president (or vice-president) and secretary (or assistant secretary) of the corporation declare under the penalties of perjury that the facts herein stated are true.

FILED AND ACCEPTED FLEET FINANCIAL CORPORATION

(Name of corporation)

In the presence of
SECRETARY OF STATE

by

John W. Pence
(President)
John W. Pence

Received:

and attested

Edward W. Dence, Jr.
(Secretary)
Edward W. Dence, Jr.

Filed:

Date NOV 2 2 1983



MARCUS E. COLLINS

W. E. STRICKLAND
Commissioner

STATE OF GEORGIA
DEPARTMENT OF REVENUE

INCOME TAX DIVISION

TRINITY-WASHINGTON BUILDING
ATLANTA, GEORGIA 30334

October 28, 1983

JOHN G. CARTER
Director

Telephone Number:
(404) 656-4191

Person to Contact:
Doris Langley

TO WHOM IT MAY CONCERN:

Fleet Finance, Inc. Rhode Island Corporation a qualified foreign corporation, has executed and filed with this department an assumption of tax liability on behalf of Fleet Financial Corporation and does guarantee to file all Georgia tax returns required of the above named corporation and pay all taxes accrued and owing to the State of Georgia.

Sincerely yours,

Emily D. Pettit

Emily D. Pettit
Section Supervisor
Corporate Operations

This 28th day of October, 1983

Executed in the presence of

Doris Langley

Notary Public, Georgia, State at Large
My Commission Expires May 29, 1986

KDP/d1

PROCESS SERVER'S
“EXHIBIT”
B



**STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS**
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 6486 2. Name of Corporation FleetBoston Financial Corporation
3. Street Address Principal Business Office 100 Federal Street City Boston State MA Zip 02110
4. Business Phone No. (617) 292-2000 5. State of Incorporation Rhode Island 6. SIC Code 0000
7. Brief Description of the Character of Business Conducted in Rhode Island Holding Company

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Eugene McQuade Street Address 100 Federal Street City Boston State MA Zip 02110	Vice President Name Gary A. Spiess Street Address 100 Federal Street City Boston State MA Zip 02110
Secretary Name Gary A. Spiess Street Address 100 Federal Street City Boston State MA Zip 02110	Treasurer Name Douglas L. Jacobs Street Address 100 Federal Street City Boston State MA Zip 02110

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Joel B. Alvord Street Address 75 Federal Street City Boston State MA Zip 02110	Director Name Daniel P. Burnham Street Address c/o Raytheon Co., 141 Spring Street City Lexington State MA Zip 02421
Director Name William Barnet, III Street Address 507 E. John Street City Spartanburg State SC Zip 29302	Director Name Paul J. Choquette, Jr. Street Address c/o Gilbane Building Co., 7 Jackson Walkway City Providence State RI Zip 02903

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐

Number of Shares	Class/Series	Par Value
2,000,000,000	COMM	\$0.01 PAR VALUE
16,000,000	PREF	\$1.00 PAR VALUE

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☒

Number of Shares	Class/Series	Par Value
See Attachment		

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date 2/12/03
Check No 2512509
By DA
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Gary A. Spiess 02-04-03
Signature of Officer Date
Gary A. Spiess
Print or Type Name of Officer
Secretary
Title of Officer
Form 630 12/01



The Commonwealth of Massachusetts
 William Francis Galvin
 Secretary of the Commonwealth
 One Ashburton Place, Boston, Massachusetts 02108-1512
 Telephone: (617) 727-9640

FEE: \$125.00

040018879

NOTE: PLEASE TYPE OR PRINT CLEARLY! INSTRUCTIONS ON OTHER SIDE.

MASSACHUSETTS FOREIGN CORPORATION ANNUAL REPORTFederal Identification No. 05-0341324

1. The exact name of the corporation is: FleetBoston Financial Corporation
2. The corporation is organized under the laws of: Rhode Island
3. Location of its principal office is: 100 Federal Street
(number and street)
Boston MA 02110
(city or town) (state) (zip)
4. The location of its Massachusetts office, if any: 100 Federal Street
(number and street)
Boston MA 02110
(city or town) (state) (zip)
5. Name and address of the Resident Agent is: CT Corporation System
(name)
101 Federal Street Boston MA 02110
(number and street) (city or town) (state) (zip)
6. Date of the end of the last fiscal year was: December 31 2003
(month) (day) (year)
7. Check here if the corporation stock is publicly traded: ☒
8. The capital stock of each class as of the end of its last fiscal year was:

CLASS OF STOCK	PAR VALUE PER SHARE STATE IF NO PAR	TOTAL AUTHORIZED BY ARTICLES OF ORGANIZATION OR AMENDMENTS		TOTAL ISSUED AND OUTSTANDING
		Number of Shares	Total Par Value	
COMMON:	\$0.01	2,000,000,000	\$20,000,000	Please see attachment
PREFERRED:	\$1.00	16,000,000	\$16,000	Please see attachment

9. State the names and addresses of the officers specified below and of all the directors of the corporation, and the date on which the term of office of each expires:

OFFICERS	NAME	BUSINESS ADDRESS Number, Street, City or Town, State, Zip Code	EXPIRATION OF TERM
PRESIDENT TREASURER CLERK DIRECTORS	Please see attachment		Until the next annual meeting and until successors are duly elected and qualified.

I, the undersigned Gary A. Spiess, being the Secretary of the above-named corporation, in compliance with the General Laws, Chapter 181, hereby certify that the above information is true and correct as of the dates shown. IN WITNESS WHEREOF AND UNDER PENALTIES OF PERJURY, I hereto sign my name on this 11th day of February, 20 04.

Signature: [Signature] Title: Secretary
 Contact Person: M. Rebecca Francis Contact Person Telephone #: (401) 278-5560

FLEETBOSTON FINANCIAL CORPORATION (EIN# 05-0341324)

OFFICERS: *

Charles K. Gifford	Chairman and Chief Executive Officer
Eugene M. McQuade	President and Chief Operating Officer
H. Jay Sarles	Vice Chairman and Chief Administrative Officer
Anne M. Finucane	Executive Vice President
Robert C. Lamb, Jr.	Executive Vice President and Chief Financial Officer
Brian T. Moynihan	Executive Vice President
Joseph A. Smialowski	Executive Vice President
M. Anne Szostak	Executive Vice President
Bradford H. Warner	Executive Vice President
Gary A. Spiess	Executive Vice President, Secretary and General Counsel
Terrence P. Laughlin	Senior Vice President
Kenneth Sax	Senior Vice President and Chief Risk Officer
Joseph R. Dewhirst	Senior Vice President and Treasurer
John Rodehorst	Assistant Treasurer
Edwin J. Santos	Vice President and Chief Auditor
Robert L. Klivans	Assistant Secretary and Deputy General Counsel
Janice B. Liva	Assistant Secretary and Deputy General Counsel
Lauren Mogensen	Assistant Secretary and Deputy General Counsel
Ernest Lee Puschaver	Chief Accounting Officer

DIRECTORS:

Joel B. Alvord, Shawmut Capital Partners, Inc., 75 Federal Street, Boston MA 02109
William Barnet, III, The Barnet Company, 507 E. St. John Street, Spartanburg, SC 29320
Daniel P. Burnham, 6284 San Marcos Pass, Santa Barbara, CA 93105
Paul J. Choquette, Jr., Gilbane Building Company, Seven Jackson Walkway, Providence, RI 02940
John T. Collins, 10 Rowes Wharf, Boston, MA 02110
Kim B. Clark, Harvard Business School, Morgan Hall 125, Soldiers Field Road, Boston, MA 02109
Gary L. Countryman, Liberty Mutual Insurance Company, 175 Berkley Street, Boston, MA 02117
Charles K. Gifford, FleetBoston Financial Corporation, 100 Federal Street, Boston, Ma 02110
Marian L. Heard, 47 Hopewell Farm Road, Natick, MA 01760
Robert M. Kavner, 13th and Carmelo, Carmel By the Sea, CA 93921
Thomas J. May, NSTAR, 800 Boylston Street, Boston, MA 02199
Donald F. McHenry, IRC Group, 1320 19th Street, Suite 410, N.W., Washington, DC 20036
Eugene M. McQuade, FleetBoston Financial Corporation, 100 Federal Street, Boston, Ma 02110
Terrence Murray, FleetBoston Financial Corporation, 100 Federal Street, Boston, Ma 02110
Michael B. Picotte, The Picotte Companies, 20 Corporate Woods Blvd., Suite 600, Albany, NY 12211
Francene S. Rogers, WFD, Inc., 200 Talcott Avenue, West, Watertown, MA 02472
Thomas M. Ryan, CVS, One CVS Drive, Woonsocket, RI 02895
T. Joseph Semrod, FleetBoston Financial Corporation, 301 Carnegie Center, Princeton, NJ 08543
Paul R. Tregurtha, Moran Towing Corporation, 50 Locust Avenue, New Canaan, CT 06840

FLEETBOSTON FINANCIAL CORPORATION (CONTINUED) (EIN# 05-0341324)

SHARES AUTHORIZED:

2,000,000,000	Common	\$.01 Par
16,000,000	Preferred	\$1.00 Par

SHARES ISSUED AND OUTSTANDING: **

1,063,133,292	Common	\$.01 Par
382,450	6.75% Perpetual Preferred Series VI	\$1.00 Par
700,000	6.60% Fixed/Adjustable Cumulative Preferred Series VII	\$1.00 Par

*For the purpose of this Annual Report, the mailing address for the officers is: 100 Federal Street,
Boston, MA 02110

**Information provided as of 12/31/2003



The Commonwealth of Massachusetts
 William Francis Galvin
 Secretary of the Commonwealth
 One Ashburton Place, Boston, Massachusetts 02108-1512
 Telephone: (617) 727-9640

FEE: \$125.00

030009578

NOTE: PLEASE TYPE OR PRINT CLEARLY! INSTRUCTIONS ON OTHER SIDE.

MASSACHUSETTS FOREIGN CORPORATION ANNUAL REPORTFederal Identification No. 05-0341324/000518838

1. The exact name of the corporation is: FleetBoston Financial Corporation
2. The corporation is organized under the laws of: Rhode Island
3. Location of its principal office is: 100 Federal Street
(number and street)
Boston MA 02110
(city or town) (state) (zip)
4. The location of its Massachusetts office, if any: 100 Federal Street
(number and street)
Boston MA 02110
(city or town) (state) (zip)
5. Name and address of the Resident Agent is: CT Corporation System
(name)
101 Federal Street Boston MA 02110
(number and street) (city or town) (state) (zip)
6. Date of the end of the last fiscal year was: December 31 2002
(month) (day) (year)
7. Check here if the corporation stock is publicly traded: ☒
8. The capital stock of each class as of the end of its last fiscal year was:

CLASS OF STOCK	PAR VALUE PER SHARE STATE IF NO PAR	TOTAL AUTHORIZED BY ARTICLES OF ORGANIZATION OR AMENDMENTS		TOTAL ISSUED AND OUTSTANDING
		Number of Shares	Total Par Value	Number of Shares
COMMON:	\$0.01	2,000,000,000	\$20,000,000	Please see attachment
PREFERRED:	\$1.00	16,000,000	\$16,000	Please see attachment

9. State the names and addresses of the officers specified below and of all the directors of the corporation, and the date on which the term of office of each expires:

OFFICERS	NAME	BUSINESS ADDRESS Number, Street, City or Town, State, Zip Code	EXPIRATION OF TERM
PRESIDENT TREASURER CLERK DIRECTORS	Please see attachment		Until the next annual meeting and until successors are duly elected and qualified.

I, the undersigned Gary A. Spiess, being the Secretary of the above-named corporation, in compliance with the General Laws, Chapter 181, hereby certify that the above information is true and correct as of the dates shown. IN WITNESS WHEREOF AND UNDER PENALTIES OF PERJURY, I hereto sign my name on this 5th day of February, 20 03.

Signature: Gary A. Spiess Title: SecretaryContact Person: M. Rebecca Francis Contact Person Telephone #: (401) 278-5560

FLEETBOSTON FINANCIAL CORPORATION (EIN# 05-0341324)

OFFICERS: *

Charles K. Gifford	Chairman and Chief Executive Officer
Eugene M. McQuade	President and Chief Operating Officer
H. Jay Sarles	Vice Chairman and Chief Administrative Officer
Anne M. Finucane	Executive Vice President
Paul F. Hogan	Chief Risk Officer
Robert C. Lamb, Jr.	Executive Vice President, Chief Financial Officer
Brian T. Moynihan	Executive Vice President
Joseph A. Smialowski	Executive Vice President, Technology/Operations
M. Anne Szostak	Executive Vice President
Bradford H. Warner	Executive Vice President, Consumer Business
Douglas L. Jacobs	Executive Vice President and Treasurer
Gary A. Spiess	Executive Vice President, Secretary and General Counsel
Terrence P. Laughlin	Senior Vice President
Ernest Lee Puschaver	Chief Accounting Officer
Kenneth Sax	Chief Credit Officer
John Rodehorst	Assistant Treasurer
Edwin J. Santos	Director, Corporate Auditing
Robert L. Klivans	Assistant Secretary and Deputy General Counsel
Marc C. Leslie	Assistant Secretary and Deputy General Counsel
Janice B. Liva	Assistant Secretary and Deputy General Counsel

DIRECTORS:

Joel B. Alvord, Shawmut Capital Partners, Inc., 75 Federal Street, Boston MA 02109
William Barnet, III, The Barnet Company, 507 E. St. John Street, Spartanburg, SC 29320
Daniel P. Burnham, Raytheon Company, 141 Spring Street, Lexington, MA
Paul J. Choquette, Jr., Gilbane Building Company, Seven Jackson Walkway, Providence, RI 02940
John T. Collins, 10 Rowes Wharf, Boston, MA 02110
Kim B. Clark, Harvard Business School, Morgan Hall 125, Soldiers Field Road, Boston, MA 02109
Gary L. Countryman, Liberty Mutual Insurance Company, 175 Berkley Street, Boston, MA 02117
T. J. Dermot Dunphy, Kildare Enterprises, LLC, 34 Church Street, Liberty Corner, NJ 07938
Charles K. Gifford, FleetBoston Financial Corporation, 100 Federal Street, Boston, Ma 02110
Marian L. Heard, 47 Hopewell Farm Road, Natick, MA 01760
Robert M. Kavner, 13th and Carmelo, Carmel By the Sea, CA 93921
Thomas J. May, NSTAR, 800 Boylston Street, Boston, MA 02199
Donald F. McHenry, IRC Group, 1320 19th Street, Suite 410, N.W., Washington, DC 20036
Terrence Murray, FleetBoston Financial Corporation, 100 Federal Street, Boston, Ma 02110
Michael B. Picotte, The Picotte Companies, 20 Corporate Woods Blvd., Suite 600, Albany, NY 12211
Francene S. Rogers, WFD, Inc., 200 Talcott Avenue, West, Watertown, MA 02472
Thomas M. Ryan, CVS, One CVS Drive, Woonsocket, RI 02895
T. Joseph Semrod, FleetBoston Financial Corporation, 301 Carnegie Center, Princeton, NJ 08543
Paul R. Tregurtha, Mormac Marine Group, Inc., One Landmark Square, Stamford, CT 06901

FLEETBOSTON FINANCIAL CORPORATION (CONTINUED) (EIN# 05-0341324)

SHARES AUTHORIZED:

2,000,000,000	Common	\$.01 Par
16,000,000	Preferred	\$1.00 Par

SHARES ISSUED AND OUTSTANDING: **

1,049,832,626	Common	\$.01 Par
382,450	6.75% Perpetual Preferred Series VI	\$1.00 Par
700,000	6.60% Fixed/Adjustable Cumulative Preferred Series VII	\$1.00 Par

*For the purpose of this Annual Report, the mailing address for the officers is: 100 Federal Street,
Boston, MA 02110

**Information provided as of 01/01/2003

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512
Telephone: (617) 727-9640

020022482 -

Federal Identification No. 05-0341324 - 0000/8858

- | CLASS OF STOCK | PAR VALUE PER SHARE
STATE IF NO PAR | TOTAL AUTHORIZED BY ARTICLES
OF ORGANIZATION OR AMENDMENTS | | TOTAL ISSUED
AND OUTSTANDING |
|----------------|--|---|-----------------|---------------------------------|
| | | Number of Shares | Total Par Value | Number of Shares |
| COMMON: | \$0.01 | 2,000,000,000 | \$20,000,000 | Please see attachment |
| | | | | |
| PREFERRED: | \$1.00 | 16,000,000 | \$16,000 | Please see attachment |
| | | | | |

- | OFFICERS | NAME | BUSINESS ADDRESS
Number, Street, City or Town, State, Zip Code | EXPIRATION
OF TERM |
|--|-----------------------|---|--|
| PRESIDENT
TREASURER
CLERK
DIRECTORS | Please see attachment | | Until the next annual meeting and until successors are duly elected and qualified. |

Signature: [Signature] Title: Executive Vice President & Secretary

FLEETBOSTON FINANCIAL CORPORATION (EIN# 05-0341324)

OFFICERS: *

Terrence Murray	Chairman
Charles K. Gifford	President and Chief Executive Officer
Henrique de Campos Meirelles	President, Global Banking
Paul F. Hogan	Vice Chairman and Chief Risk Officer
Eugene M. McQuade	Vice Chairman and Chief Financial Officer
Peter Manning	Vice Chairman
Li Jay Sarles	Vice Chairman, Wholesale Banking
T. Joseph Semrod	Vice Chairman
Joseph A. Smialowski	Vice Chairman, Technology/Operations
Bradford H. Warner	Vice Chairman, Consumer Business
Anne M. Finucane	Executive Vice President
Brian T. Moynihan	Executive Vice President
Gary A. Spiess	Executive Vice President, Secretary and General Counsel
Ernest Lee Puschaver	Chief Accounting Officer
M. Anne Szostak	Executive Vice President, Human Resources and Diversity
Douglas L. Jacobs	Senior Vice President and Treasurer
Kenneth Sax	Vice President, Operations Assurance
Edwin J. Santos	Director, Corporate Auditing
Robert L. Klivans	Assistant Secretary
Marc C. Leslie	Assistant Secretary
Janice B. Liva	Assistant Secretary
Drew J. Pfirman	Assistant Secretary

DIRECTORS:

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 Daniel P. Burnham, Raytheon Company, 141 Spring Street, Lexington, MA
 Paul J. Choquette, Jr., Gilbane Building Company, Seven Jackson Walkway, Providence, RI 02940
 John T. Collins, 10 Rowes Wharf, Boston, MA 02110
 Kim B. Clark, Harvard Business School, Morgan Hall 125, Soldiers Field Road, Boston, MA 02109
 Gary L. Countryman, Liberty Mutual Insurance Company, 175 Berkley Street, Boston, MA 02117
 F. J. Dermot Dunphy, Kildare Enterprises, LLC, 34 Church Street, Liberty Corner, NJ 07938
 Alice F. Emerson, 11 Coolidge Road, Arlington, MA 02476
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 Thomas J. May, NSTAR, 800 Boylston Street, Boston, MA 02199
 Donald F. McHenry, IRC Group, 1320 19th Street, Suite 410, N.W., Washington, DC 20036
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 Terrence Murray, FleetBoston Financial Corporation, 100 Federal Street, Boston, Ma 02110
 Michael B. Picotte, The Picotte Companies, 20 Corporate Woods Blvd., Suite 600, Albany, NY 12211
 Francene S. Rogers, WFD, Inc., 200 Talcott Avenue, West, Watertown, MA 02472
 John W. Rowe, Exelon Corporation, 10 South Dearborn Street, Chicago, IL 60603
 Thomas M. Ryan, CVS, One CVS Drive, Woonsocket, RI 02895
 T. Joseph Semrod, FleetBoston Financial Corporation, 301 Carnegie Center, Princeton, NJ 08543
 Paul R. Tregurtha, Mormac Marine Group, Inc., One Landmark Square, Stamford, CT 06901

FLEETBOSTON FINANCIAL CORPORATION (CONTINUED) (EIN# 05-0341324)**HARES AUTHORIZED:**

1,000,000,000	Common		\$.01 Par
16,000,000	Preferred	\$1.00 Par	

HARES ISSUED AND OUTSTANDING: **

919,613,746	Common	\$.01 Par	
765,010	7.25% Perpetual Preferred Series V		\$1.00 Par
600,000	6.75% Perpetual Preferred Series VI		\$1.00 Par
700,000	6.60% Fixed/Adjustable Cumulative Preferred Series VII		\$1.00 Par
200,000	6.59% Fixed/Adjustable NonCumulative Preferred Series VIII		\$1.00 Par

For the purpose of this Annual Report, the mailing address for the officers is: 100 Federal Street,
Boston, MA 02110

*Information provided as of 01/01/2002

PROCESS SERVER'S
“EXHIBIT”
C

FORM 8-K

Page 1 of 14

8-K 1 d8k.htm FORM 8-K

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 8, 2003

**FLEETBOSTON
FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

RHODE ISLAND

(State or other jurisdiction of incorporation)

1-6366

(Commission File Number)

05-0341324

(IRS Employer Identification No.)

100 Federal Street, Boston, MA

(Address of principal executive offices)

02110

(Zip Code)

Registrant's telephone number, including area code: 617-434-2200

(Former name or former address, if changed since last report)

Item 5. Other Events

As previously reported, FleetBoston Financial Corporation, a Rhode Island corporation, or "FleetBoston," and Bank of America Corporation, a Delaware corporation, or "Bank of America," have entered into an agreement and plan of merger, dated as of October 27, 2003. The merger agreement provides for the merger of FleetBoston with and into Bank of America with Bank of America the surviving company. The merger will be treated as a purchase by Bank of America under U.S. generally accepted accounting principles, or "GAAP," and is intended to constitute a "reorganization" for U.S. federal income tax purposes.

If the merger is completed, each share of common stock, par value \$0.01 per share, of FleetBoston outstanding immediately prior to the effective time of the merger will be converted into 0.5553 of a share of common stock, par value \$0.01 per share, of Bank of America. FleetBoston preferred stock will be converted on a one-for-one basis into Bank of America preferred stock having the same terms (to the fullest extent possible) as the FleetBoston preferred stock.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial information and explanatory notes present how the combined financial statements of Bank of America and FleetBoston may have appeared had the businesses actually been combined at the beginning of the period presented. The unaudited pro forma condensed combined financial information shows the impact of the merger of Bank of America and FleetBoston on the companies' respective historical financial positions and results of operations under the purchase method of accounting with Bank of America treated as the acquirer. Under this method of accounting, the assets and liabilities of FleetBoston will be recorded at their estimated fair values as of the date the merger is completed. The unaudited pro forma condensed combined financial information combines the historical financial information of Bank of America and FleetBoston as of and for the nine months ended September 30, 2003 and for the year ended December 31, 2002. The unaudited pro forma condensed combined balance sheet as of September 30, 2003 assumes the merger was completed on that date. The unaudited pro forma condensed combined statements of income give effect to the merger as if the merger had been completed on January 1, 2002.

The merger agreement was announced on October 27, 2003 and provides for each outstanding share of FleetBoston common stock, other than shares beneficially owned by FleetBoston and Bank of America, to be converted into the right to receive 0.5553 of a share of Bank of America common stock. Shares of FleetBoston preferred stock will be converted on a one-for-one basis into Bank of America preferred stock having the same terms (to the fullest extent possible) as the FleetBoston preferred stock, except in the case of shares held by stockholders who validly perfect dissenters' appraisal rights.

This unaudited pro forma condensed combined financial information should be read in conjunction with:

- Bank of America's separate historical unaudited financial statements as of and for the three and nine months ended September 30, 2003 included in Bank of America's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003;
- Bank of America's separate historical financial statements as of and for the year ended December 31, 2002 included in Bank of America's Annual Report on Form 10-K for the year ended December 31, 2002;
- FleetBoston's separate historical unaudited financial statements as of and for the three and nine months ended September 30, 2003 included in FleetBoston's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003; and
- FleetBoston's separate historical financial statements as of and for the year ended December 31, 2002 included in FleetBoston's Annual Report on Form 10-K for the year ended December 31, 2002.

The unaudited pro forma condensed combined financial information is presented for illustrative purposes only and does not indicate the financial results of the combined companies had the companies actually been combined at the beginning of each period presented and had the impact of possible revenue enhancements, expense efficiencies, asset dispositions and share repurchases, among other factors, been considered. As explained in more detail below in the notes to the unaudited pro forma condensed combined financial information, Bank of America's allocation of the purchase price reflected in the pro forma condensed combined financial information is subject to adjustment.

PROCESS SERVER'S
“EXHIBIT”
D

On this 29th, day of December, 2004.

Respectfully Submitted,

Harry J. Mathis

Harry J. Mathis, Process Server

Process Server's Address:

HARRY J. MATHIS
5490 Hunters Forest Lane
COLLEGE PARK, GEORGIA 30349

Sworn to and Subscribed before Me,

This 29th day of December, 2004.

Sylvia R. Harrison

STATE NOTARY PUBLIC OFFICER

SYLVIA R. HARRISON
Notary Public, Clayton County, Georgia
My Commission Expires March 19, 2007

My Commission Expire On.